

**Objection Deadline: September 29, 2013 at 4:00 p.m. (Prevailing Eastern Time)**

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Lorenzo Marinuzzi  
Jennifer Marines  
Meryl L. Rothchild

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**NOTICE OF FILING OF LEWIS KRUGER'S SEVENTH MONTHLY FEE  
REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

**PLEASE TAKE NOTICE** that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's seventh monthly fee report for the period from August 1, 2013 through August 31, 2013 (the "Monthly Fee Report").

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **September 29, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman & Jonathan H. Hofer);

(h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

**PLEASE TAKE FURTHER NOTICE** that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: September 9, 2013  
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee  
Lorenzo Marinuzzi  
Jennifer Marines  
Meryl L. Rothchild  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*

**Exhibit 1**

# RESCAP

September 9, 2013

Re: Mr. Kruger (Monthly Fee Report)

In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from August 1, 2013 to August 31, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$114,560.00 for professional services rendered, and \$197.25 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Review objections and reservations of rights to the disclosure statement, and engage in discussions with the Debtors, the Creditors' Committee, and key constituents regarding the finalization of the first amended disclosure statement and plan to be filed with the Bankruptcy Court;
- Analyze various briefs in support of and in opposition to the FGIC 9019 settlement and review and analyze issues in preparation for the related FGIC 9019 settlement trial,
- Advise the Debtors and their professionals regarding pending litigation and mediation efforts between the Debtors and holders of junior secured notes (the "JSNs"), as well as potential mediation with certain other creditors;
- Prepare for and participate in hearings in connection with the FGIC 9019 settlement, pending litigation with the JSNs, and the approval of the disclosure statement, as amended; and
- Analyze certain tax issues and their impact on the Debtors, as well as advise the Debtors' professionals and respective management teams in connection with the estate management plan, analyze financial statements and performance reports, and advise the Creditors' Committee of the same in an effort to administer the Debtors' resources effectively and efficiently throughout the chapter 11 process.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,



Tammy Hamzeshpour  
Chief Business Officer

---

Residential Capital, LLC

1100 Virginia Drive  
Telephone: 215-682-1307

Fort Washington, PA 19034  
E-mail: tammy.hamzeshpour@gmacrescap.com

**EXHIBIT A**

**Monthly Fee Report  
August 1, 2013 – August 31, 2013**

<b>Project Category</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
1 - Plan Mediation	34.0	\$ 895.00	\$ 30,430.00
2 - Plan – General	38.5	\$ 895.00	\$ 34,457.50
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	9.5	\$ 895.00	\$ 8,502.50
5 – Hearings	31.5	\$ 895.00	\$ 28,192.50
6 - Estate Management	14.5	\$ 895.00	\$ 12,977.50
<b>TOTAL</b>	<b>128.0</b>		<b>\$ 114,560.00</b>

**EXHIBIT B**

**Project Category Descriptions**

<b>Project Category</b>	<b>Services Provided / Task Description</b>
1 - Plan Mediation	Communicating and meeting with the Debtors' professionals, the Creditors' Committee and its professionals, and the Mediator to discuss, among other things, the impact of the proposed settlement agreement with FGIC, JSN mediation and pending litigation, and the potential need for mediation with other creditor constituents and the impact of the same on mediation efforts, as well as participating in series of internal meetings and negotiation sessions in connection therewith.
2 - Plan - General	Assisting the Debtors in reviewing objections and reservations of rights to the Debtors' and Creditors' Committee's disclosure statement, and advising on the revisions to the disclosure statement and chapter 11 plan in preparation for the finalization of the first amended disclosure statement and plan to be filed with the Bankruptcy Court.
3 - RMBS Settlement	N/A
4 - Claims Management	Meeting with the Debtors' respective professionals in connection with claims administration, including analyses in connection with the impact of claims asserted by FGIC and impact of the proposed FGIC 9019 settlement on overall claims treatment.
5 - Hearings	Preparing for and attending hearings relating to the FGIC 9019 settlement, JSN litigation, and the approval of the Debtors' and Creditors' Committee's disclosure statement, as amended.
6 - Estate Management	Analyzing certain tax issues and participating in discussions with the Debtors' professionals and respective management teams to oversee the estate management plan, analyze recent financial statements and performance reports, and discuss the same with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

**EXHIBIT C**

**Expense Detail**

<b>TRANSPORTATION</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
7/29/2013	\$ 12.50	Cab from home to Kramer Levin.
7/31/2013	\$ 13.00	Cab from MoFo to home.
8/8/2013	\$ 30.00	Cab from MoFo to home at 9:30pm.
8/20/2013	\$ 15.00	Cab from home to MoFo.
8/20/2013	\$ 12.00	Cab from MoFo to home.
8/21/2013	\$ 26.00	Cab for L. Kruger and K. Eckstein from Court to MoFo.
8/28/2013	\$ 45.00	Cab from home to Court (subway not working).
8/28/2013	\$ 14.00	Cab from Court to MoFo.
<b>TOTAL:</b>	<b>\$ 167.50</b>	
<b>MEALS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
8/28/2013	\$ 29.75	Lunch at Court with S. Martin and A. Ruiz.
<b>TOTAL:</b>	<b>\$ 29.75</b>	
<b>COPIES; TELEPHONE CHARGES</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>MISCELLANEOUS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>AUGUST EXPENSE TOTAL:</b>	<b>\$ 197.25</b>	